

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE CONDUENT INCORPORATED  
STOCKHOLDER DERIVATIVE  
LITIGATION

Lead Case No. 1:20-cv-10964-MKV  
(consolidated with No. 1:21-cv-00239-MKV)

This Document Relates To:

ALL ACTIONS.

**PLAINTIFFS' UNOPPOSED MOTION  
FOR PRELIMINARY APPROVAL OF SETTLEMENT**

Pursuant to Federal Rule of Civil Procedure 23.1(c), and upon the Stipulation of Settlement (the "Stipulation") dated February 16, 2022,<sup>1</sup> Plaintiffs Jack Kiner and Kario-Paul Brown ("Federal Plaintiffs"), derivatively on behalf of nominal defendant Conduent Incorporated ("Conduent" or the "Company"), respectfully submit this unopposed Motion, which moves this Court for entry of an Order in the form attached hereto and as Exhibit A to the Stipulation entitled [Proposed] Order Preliminarily Approving Derivative Settlement and Providing for Notice ("Preliminary Approval Order"):

1. Granting preliminary approval of the proposed Settlement on the terms set forth in the Stipulation;
2. Approving the proposed substance and form of the Notice of Proposed Derivative Settlement, attached as Exhibit A-1 to the Stipulation, and Summary Notice of Proposed Derivative Settlement, attached as Exhibit A-2 to the Stipulation; and
3. Scheduling a date for the Settlement Hearing.

The Settling Parties' proposed Preliminary Approval Order includes blanks for the date and time of the Settlement Hearing, which the Court must complete in order to properly effectuate the Settlement. In this regard, the parties request the following schedule:

Filing of SEC Form 8-K attaching Stipulation and Long-Form Notice; publication of Short-Form Notice in <i>Investor's Business Daily</i> ; posting of Long-Form Notice and Stipulation on Conduent's website	Within ten (10) business days after entry of Preliminary Approval Order
Conduent's counsel to file and serve proof of timely filing of Form 8-K, publication of Summary Notice, and posting of Long-Form Notice and Stipulation	At least thirty-five (35) calendar days before Settlement Hearing
Filing of papers in support of Settlement, Fee and Expense Amount, plaintiff service award	At least thirty (30) calendar days before Settlement Hearing

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<sup>1</sup> The Stipulation is attached as Exhibit 1 to the Declaration of Craig W. Smith filed herewith. Unless otherwise defined herein, all capitalized terms have the same meaning ascribed to them in the Stipulation.

Last day for shareholders to object to Settlement and/or Fee and Expense Amount	Postmarked at least twenty-one (21) calendar days before Settlement Hearing
Filing of reply in support of Final Approval of Settlement; response to any objections	At least seven (7) calendar days before Settlement Hearing
Settlement Hearing	At least sixty (60) calendar days after entry of the Preliminary Approval Order

Many of the dates for the events set forth above are tied either to the entry of the proposed Preliminary Approval Order or to the Settlement Hearing date, which Federal Plaintiffs respectfully request to be scheduled approximately sixty (60) days after the entry of the Preliminary Approval Order, or at a later date at the Court's convenience. If this schedule is not convenient for the Court, Federal Plaintiffs request that the Court utilize similar time intervals for the events in completing the proposed Preliminary Approval Order.

For the reasons set forth in the Stipulation and the accompanying Memorandum of Law, Federal Plaintiffs respectfully request that the Court find that the proposed Settlement merits preliminary approval and enter the Preliminary Approval Order.

Dated: March 17, 2022

Respectfully submitted,

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/s/ Craig W. Smith

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**CERTIFICATE OF SERVICE**

I hereby certify that on March 17, 2022, I authorized the electronic filing of the foregoing, including all attachments thereto, with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all registered parties.

/s/ Craig W. Smith  
CRAIG W. SMITH